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The Community Builders, Inc.

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April 19, 2001

4/24

Florida Department of State
Division of Corporations
State of Florida
P.O. Box 6327
Tallahassee, FL 32314

MJH

Boston Louisville New Haven
Philadelphia Pittsburgh Providence
Springfield Washington D.C.

Re: TCB Florida Multifamily Housing LLC
Document Number: L99000007125

Patrick E. Clancy
President & Chief Executive Officer


Dear Madam or Sir:

Enclosed please find Articles of Amendment to Articles of
Organization of TCB Florida Multifamily Housing LLC and a check in the
amount of \$25.00 to cover the filing fee.

If you have any questions please feel free to contact me at 617/695-9595 at
your convenience.

Thank you for your assistance in this matter.

Very truly yours,


Jim Rushford

FILED
01 APR 24 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Encl.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

TCB Florida Multifamily Housing LLC
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was October 27, 1999.

SECOND: The following amendment to the articles of organization was adopted by
The limited liability company:

To authorize The Community Builders, Inc. (the "Corporation") to
withdraw as the sole member of TCB Florida Multifamily Housing LLC
and to designate TCB Florida Affordable Housing, Inc. as the Corporation's
replacement as the sole member of TCB Florida Multifamily Housing LLC.

Dated: April 19, 2001.

The Community Builders, Inc.,
Withdrawing Sole Member

By: 
Jonathan Klein, Senior Vice President

TCB Florida Affordable Housing, Inc.,
Replacement Sole Member

By: 
Jonathan Klein, Assistant Secretary and Authorized Agent